

CERTIFICATE DISCLOSURE OF OWNERSHIP/PRINCIPALS

1. Definitions

"City" means the City of Las Vegas.

"City Council" means the governing body of the City of Las Vegas.

"Contracting Entity," means the individual, partnership, or corporation seeking to enter into a contract or agreement with the City of Las Vegas.

"Principal" means, for each type of business organization, the following: (a) sole proprietorship – the owner of the business; (b) corporation – the directors and officers of the corporation; but not any branch managers of offices which are a part of the corporation; (c) partnership – the general partner and limited partners; (d) limited liability company – the managing member as well as all the other members; (e) trust – the trustee and beneficiaries.

2. Policy

In accordance with Resolution 79-99 and 105-99 adopted by the City Council, Contracting Entities seeking to enter into certain contracts or agreements with the City of Las Vegas must disclose information regarding ownership interests and principals. Such disclosure generally is required in conjunction with a Request for Proposals (RFP). In other cases, such disclosure must be made prior to the execution of a contract or agreement.

3. Instructions

The disclosure required by the Resolutions referenced above shall be made through the completion and execution of this Certificate. The Contracting Entity shall complete Block 1, Block 2, and Block 3. The Contracting entity shall complete either Block 4 or its alternate in Block 5. Specific information, which must be provided, is highlighted. An Officer or other official authorized to contractually bind the Contracting Entity shall sign and date the Certificate, and such signing shall be notarized.

4. Incorporation

This Certificate shall be incorporated into the resulting contract or agreement, if any, between the City and the Contracting entity. Upon execution of such contract or agreement, the Contracting Entity is under a continuing obligation to notify the City in writing of any material changes to the information in this Certificate. This notification shall be made within fifteen (15) days of the change. Failure to notify the City of any material change may result, at the option of the City, in a default termination (in whole or in part) of the contract or agreement, and/or a withholding of payments due the Contracting Entity.

Block 1 Contracting Entity
Name FC Vegas 39, LLC
Address 50 Public Square, Suite 1360 Cleveland, Ohio 44113
Telephone 216-621-6060
EIN or DUNS 20-8640805

Block 2 Description Subject Matter of Contract/Agreement
Third Amendment to Master Development Agreement, City Hall Project
LiveWork Block Project
RFP#

Block 3	Type of Business
<input type="checkbox"/> Individual	<input type="checkbox"/> Partnership
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Corporation
<input type="checkbox"/> Trust	<input type="checkbox"/> Other:

CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS (CONTINUED)

Block 4 Disclosure of Ownership and Principals

In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.

	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1.			
2.			
3.			
4.			
5.			
6.			
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8.			
9.			
10.			

The Contracting Entity shall continue the above list on a sheet of paper entitled "disclosure of Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the **number of sheets**: _____.

Block 5 DISCLOSURE OF OWNERSHIP AND PRINCIPALS – ALTERNATE

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: _____

Date of Attached Document: _____ **Number of Pages:** _____

I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity

Name

Date

Subscribed and sworn to before me this _____ day of

_____, 200__


Notary Public

By: FC Vegas 39, LLC, a Nevada limited liability company

By: Rolling Acres Properties Co. Limited Partnership,
an Ohio limited partnership, its Sole Member

By: Artus, Inc., an Ohio corporation, its General Partner

By: Dimitri Vazelakis, Authorized Representative



Name

11/4/09

Date

See Attached

Subscribed and sworn to before me this _____ day of

_____, 2009

Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

Los Angeles

On November 4, 2009

Date

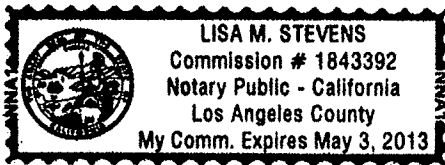
before me, Lisa M. Stevens, Notary Public

Here Insert Name and Title of the Officer

personally appeared

Dimitri Vazelakis

Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal Above

Signature

Lisa M. Stevens

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document:

Certificate Disclosure of Ownership/Principal

Document Date:

Number of Pages:

3

Signer(s) Other Than Named Above:

Capacity(ies) Claimed by Signer(s)

Signer's Name:

Dimitri Vazelakis

☐ Individual

☒ Corporate Officer — Title(s):

☐ Partner — ☐ Limited ☐ General

☐ Attorney in Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other:

Signer Is Representing:

FC Vegas 39

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name:

☐ Individual

☐ Corporate Officer — Title(s):

☐ Partner — ☐ Limited ☐ General

☐ Attorney in Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other:

Signer Is Representing:

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

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4. Incorporation

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Block 1 Contracting Entity
Name LiveWork LLC
Address 41 E. 60 th Street, 6 th Floor New York, NY 10022
Telephone 212-486-4444
EIN or DUNS 20-2675938

Block 2 Description Subject Matter of Contract/Agreement
Third Amendment to Master Development Agreement City Hall Project
LiveWork Block Project
RFP#

Block 3

Type of Business

☐ Individual ☐ Partnership ☒ Limited Liability Company ☐ Corporation ☐ Trust ☐ Other:

CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS (CONTINUED)

Block 4 Disclosure of Ownership and Principals

In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.

	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1.	David Mitchell	41 East 60 th Street, 6 th Fl. NY, NY 10022	212-486-4444
2.	Barnet Liberman	421 Hudson St. NY, NY 10014	212-243-7388
3.	Las Vegas Land Partners, LLC	41 East 60 Street NY NY 10022	212 486 4444
4.	LiveWork Manager, LLC	41 East 60 Street NY NY 10022	212 486 4444
5.			
6.			
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9.			
10.			

The Contracting Entity shall continue the above list on a sheet of paper entitled "disclosure of Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: ____.

Block 5 DISCLOSURE OF OWNERSHIP AND PRINCIPALS – ALTERNATE

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: _____

Date of Attached Document: _____ Number of Pages: _____

I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity

[Signature]

Name

Nov 4, 2009

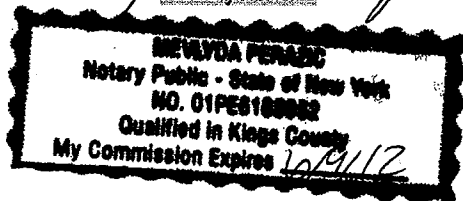
Date

David J Mitchell

Subscribed and sworn to before me this 4th day of

November, 2009

[Signature]
Notary Public



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Block 1 Contracting Entity
Name: QH Las Vegas, LLC
Address: 50 Public Sq., Ste 1360 Cleveland, OH 44113
Telephone: 216-621-6060
EIN or DUNS: 27-1081513

Block 2 Description Subject Matter of Contract/Agreement
New City Hall Building
RFP#

Block 3	Type of Business
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other:	

CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS (CONTINUED)

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	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1.	Forest City Commercial Group, Inc., Managing Member	1100 Terminal Tower, 50 Public Sq., Ste 1360 Cleveland, OH 44113	216-621-6060
2.	Stella Property, LLC, Managing Member	c/o Mitchell Holdings 20 West 55 th Street New York, NY 10019	c/o 212-716-3312
3.			
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8.			

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Name of Attached Document: _____
Date of Attached Document: _____ Number of Pages: _____

I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity

By: Forest City Commercial Group Inc., Managing Member


Name: Robert G. O'Brien, Vice President & Treasurer

Date: November 2nd 2009

Subscribed and sworn to before me this 2nd day of November, 2009


Notary Public
 HEIDI P. GAJOCH, Notary Public
STATE OF OHIO
My Commission Expires March 3, 2013
(Recorded in Cuyahoga County)

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Block 1 Contracting Entity
Name: PQ Las Vegas, LLC
Address: 50 Public Sq., Ste 1360 Cleveland, OH 44113
Telephone: 216-621-6060
EIN or DUNS: 27-1146883

Block 2 Description Subject Matter of Contract/Agreement
New City Hall Building
RFP#

Block 3	Type of Business
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other:	

CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS **(CONTINUED)**

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	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1.	FC Vegas 39, LLC , Managing Member	50 Public Sq., Ste 1360 Cleveland, OH 44113	216-621-6060
2.	FC Vegas 20, LLC , Managing Member	50 Public Sq., Ste 1360 Cleveland, OH 44113	216-621-6060
3.	LiveWork, LLC , Managing Member	c/o Mitchell Holdings 20 West 55 th Street New York, NY 10019	c/o 212-716-3312
4.			
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8.			
9.			
10.			

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By: FC Vegas 39, LLC, Managing Member
 By: Rolling Acres Properties Co. Limited Partnership
 By: Artus, Inc.

Name: Robert G. O'Brien, Vice President & Treasurer

Date: November 2nd 2009

Subscribed and sworn to before me this 2nd day of November, 2009

Heidi P. Gajoch
 Notary Public



HEIDI P. GAJOCH, Notary Public
 STATE OF OHIO

My Commission Expires March 3, 2013
 (Recorded in Cuyahoga County)

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Block 1	Contracting Entity
Name: PQ Ground Lessee, LLC	
Address: 50 Public Sq., Ste 1360 Cleveland, OH 44113	
Telephone: 216-621-6060	
EIN or DUNS: 27-1146942	

Block 2	Description
Subject Matter of Contract/Agreement	
New City Hall Building	
RFP#	

Block 3	Type of Business
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other:	

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1.	FC Vegas 39, LLC, Managing Member	50 Public Sq., Ste 1360 Cleveland, OH 44113	216-621-6060
2.	FC Vegas 20, LLC, Managing Member	50 Public Sq., Ste 1360 Cleveland, OH 44113	216-621-6060
3.	LiveWork, LLC, Managing Member	c/o Mitchell Holdings 20 West 55 th Street New York, NY 10019	c/o 212-716-3312
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 (Recorded in Cuyahoga County)

